



BOULT • CUMMINGS
CONNERS • BERRY^{PLC}

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T.R.A. DOCKET ROOM

January 23, 2004

Honorable Deborah Taylor Tate
Chairman, Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

04-00032

Re: Application of Madison River Communications, LLC to Transfer
Ownership and Control

Dear Chairman Tate:

Please find enclosed for filing the original and thirteen copies of the Application of Madison River Communications, LLC to transfer ownership and control. A \$25.00 check is also appended to cover the cost of filing.

If you have any questions concerning this filing, please feel free to call me.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:

April A. Ingram

Enclosure

cc: Mike Skrivan

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

Petition for Authority to Transfer Ownership and Control)
of Madison River Communications, LLC) Docket No. _____
Pursuant to a Corporate Restructuring)

PETITION FOR AUTHORITY TO TRANSFER OWNERSHIP AND CONTROL

Madison River Communications, LLC (“Madison River”), by its attorneys, hereby respectfully requests approval from the Tennessee Regulatory Authority (“Authority”) to transfer its ownership and control pursuant to a corporate restructuring involving an Initial Public Offering.

Madison River is currently certificated as a competitive local exchange carrier to provide local and interexchange services in Tennessee.¹ It is owned and controlled by Madison River Capital, LLC, which in turn, is a wholly-owned subsidiary of Madison River Telephone Company, LLC, as shown in Fig. 1. A new holding company named Madison River Corporation is being formed through offering sale of shares to the public, and this Corporation will own and control 58% of Madison River Telephone Company. Current equity owners of Madison River Telephone Company will retain only the remaining 42% interest. As a result of this corporate reorganization, ultimate majority ownership and control of the CLEC will be transferred to the publicly-held Corporation. Throughout the restructuring process and after the consummation of the transactions described herein, Madison River Communications, LLC will continue to provide

¹ See Docket No. 00-00381, Order granted August 7, 2000, for Certificate of Public Convenience and Necessity to Madison River Communications, LLC.

the same services at the same rates in an uninterrupted manner. The reorganization will be transparent to consumers. In support of this Petition, the parties provide the following information:

I. THE PARTIES TO THE TRANSACTION

Madison River Corporation will be headquartered at:

103 South Fifth Street
P.O. Box 430
Mebane, NC 27302

II. DESIGNATED CONTACTS

The designated contacts for questions concerning this Application are:

Michael T. Skrivan, Vice President – Revenues
Madison River Communications, LLC
103 South Fifth Street
Post Office Box 430
Mebane, NC 27302
Telephone: (919) 563-8230
Fax: (919) 563-4993

and

April A. Ingram, Esq.
BOULT, CUMMINGS, CONNERS & BERRY, PLC
414 Union Street, Suite 1600
P.O. Box 198062
Nashville, Tennessee 37219
Telephone (615) 252-2302
Fax (615) 252-6302

III. PUBLIC INTEREST ANALYSIS

This transaction does not involve any transfer of authorizations or change in carriers providing service to customers or any change in the rates, terms or conditions of service. Thus,

the transfer of control of Madison River Communications, LLC will be transparent to customers and will not have any adverse impact on them. The only change is in the indirect ownership of the Company.

WHEREFORE, Madison River Communications, LLC and its parent, Madison River Telephone Company, LLC respectfully request that the Authority approve the transfer of ownership and control of the Company to Madison River Corporation as described herein, and grant such other and further relief as it deems necessary to carry out the transaction described above.

Respectfully submitted,



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Attorney for Madison River
Communications, LLC

Dated: January 23, 2004



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Attorney for Madison River
Communications, LLC

Dated: January 23, 2004

Madison River Telephone Company, LLC

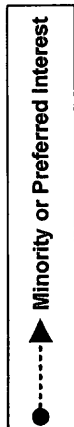


FIGURE 1